

**Amendment to the Agreement
Between
Network Telephone Corporation
and
BellSouth Telecommunications, Inc.
Dated June 20, 2003**

Pursuant to this Amendment, (the "Amendment"), Network Telephone Corporation (Network Telephone), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 20, 2003 ("Agreement") the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Network Telephone entered into the Agreement on June 20, 2003, and;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

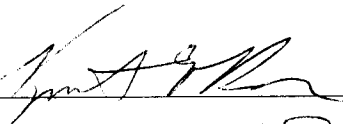
1. The Parties agree to add to Attachment 2, Section 4.3.1.1 as follows:
 - 4.3.1.1 Where Network Telephone utilizes portions of the BellSouth network in originating or terminating traffic, the Tandem Switching rates are applied in call scenarios where the Tandem Switching Network Element has been utilized. Because switch recordings cannot accurately indicate on a per call basis when the Tandem Switching Network Element has been utilized for an interoffice call originating from a UNE port and terminating to a BellSouth, Independent Company or Facility-Based CLEC office, BellSouth has developed, based upon call studies, a melded rate that takes into account the average percentage of calls that utilize Tandem Switching in these scenarios. BellSouth shall apply the melded Tandem Switching rate for every call in these scenarios. BellSouth shall utilize the melded Tandem Switching Rate until BellSouth has the capability to measure actual Tandem Switch usage in each call scenario specifically mentioned above, at which point the rate for the actual Tandem Switch usage shall apply. The UNE Call Flows set forth on BellSouth's website, as amended from time to time and incorporated herein by this reference, illustrate when the full or melded Tandem Switching rates apply for specific scenarios.
2. The Parties agree to add Tandem Switching Function melded rates to Exhibit B of Attachment 2 as set forth in Exhibit 1, attached hereto and incorporated herein by this reference.
3. The Parties agree to delete the Cable Records Rates for Louisiana in Exhibit B of Attachment 4 and replace with the rates reflected in Exhibit 2, attached hereto and incorporated herein by this reference.

4. The Parties agree to add Application Rates for Georgia to Exhibit B of Attachment 4 reflected in Exhibit 3, attached hereto and incorporated herein by this reference.
5. All of the other provisions of the Agreement, dated June 20, 2003, shall remain in full force and effect.
6. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

BellSouth Telecommunications, Inc.

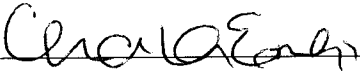
Network Telephone Corporation

By: 

Name: Kristen E. Rowe

Title: Director

Date: 4-23-04

By: 

Name: Charles A. Emery II

Title: CSO

Date: 4.13.2004

UNBUNDLED NETWORK ELEMENTS - Alabama												Attachment: 2		Exhibit: C		
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l				
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)					
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
	Tandem Switching (Port Usage) (Local or Access Tandem)															
		Tandem Switching Function Per MOU (Melded)				0.000040993										
		Tandem Trunk Port - Shared, Per MOU (Melded)				0.000086947										
		Melded Factor: 43.15% of the Tandem Rate														

UNBUNDLED NETWORK ELEMENTS - Georgia												Attachment: 2		Exhibit: C		
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l				
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)					
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
	Tandem Switching (Port Usage) (Local or Access Tandem)															
		Tandem Switching Function Per MOU (Melded)				0.000017904										
		Tandem Trunk Port - Shared, Per MOU (Melded)				0.00002868										
		Melded Factor: 18.42% of the Tandem Rate														
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UNBUNDLED NETWORK ELEMENTS - Kentucky												Attachment: 2		Exhibit: C	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU (Melded)					0.000094381									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000117538									
	Melded Factor: 48.65% of the Tandem Rate														

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UNBUNDLED NETWORK ELEMENTS - Mississippi												Attachment: 2		Exhibit: C		
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l				
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)					
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
	Tandem Switching (Port Usage) (Local or Access Tandem)															
		Tandem Switching Function Per MOU (Melded)				0.000063441										
		Tandem Trunk Port - Shared, Per MOU (Melded)				0.000067307										
		Melded Factor: 36.82% of the Tandem Rate														

UNBUNDLED NETWORK ELEMENTS - North Carolina												Attachment: 2		Exhibit: C	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU (Melded)					0.00024618									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.00012309									
	Melded Factor: 41.03% of the Tandem Rate														

UNBUNDLED NETWORK ELEMENTS - South Carolina											Attachment: 2		Exhibit: C		
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU (Melded)					0.00004951									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000086749									
	Melded Factor: 30.30% of the Tandem Rate														

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COLLOCATION - Louisiana												Attachment: 4		Exhibit: B				
CATEGORY	RATE ELEMENTS				Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
								Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)					
									First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																		
		Recurring Collocation Cable Records - per request																
		Recurring Collocation Cable Records - VG/DS0 Cable, per cable record						CLO	PE1CU	10.97								
		Recurring Collocation Cable Records - VG/DS0 Cable, per each 100 pair						CLO	PE1CE	5.29								
		Recurring Collocation Cable Records - DS1, per T1TIE						CLO	PE1CT	0.08								
		Recurring Collocation Cable Records - DS3, per T3TIE						CLO	PE1C2	0.04								
		Recurring Collocation Cable Records - DS3, per T3TIE						CLO	PE1C4	0.13								
		Recurring Collocation Cable Records - Fiber Cable, per 99 fiber records						CLO	PE1CG	1.37								

PHYSICAL COLLOCATION

Attachment: 4Exhibit: B

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	per LSR	per LSR	Order vs. Electronic-Disc 1st Add'l	Order vs. Electronic-Disc 1st Add'l	Order vs. Electronic-Disc 1st Add'l	Order vs. Electronic-Disc 1st Add'l
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Rec

Nonrecurring		Nonrecurring Disconnect	
First	Add'l	First	Add'l

First	Add'l	First	Add'l

OSS Rates (\$)					
SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN